

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

**VIA FEDERAL EXPRESS**



August 14, 1998

RECORDATION NO. 21588 FILED  
AUG 17 '98 1-41 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Kerr-McGee Chemical LLC  
P.O. Box 25861  
123 Robert S. Kerr  
Oklahoma City, OK 73125

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey  
Manager – Documents Administration

Enclosures

(KMCG004)

ASSIGN: KMCG004

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**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 1998, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor"), and Kerr-McGee Chemical LLC, a Delaware corporation ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]

Name: JACK THOMAS  
President

Title: \_\_\_\_\_

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 10 day of August 1998.

[CORPORATE SEAL]

STATE OF Illinois

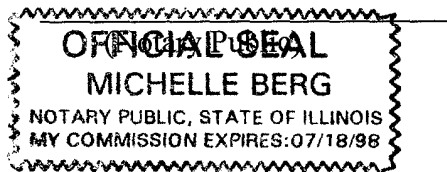
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18 day of August, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



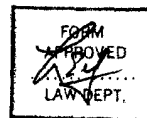
LESSEE:

KERR-McGEE CHEMICAL LLC

By: B.R. Corona

Name: B.R. Corona

Title: Vice President



ATTEST:

By: Don Hager

Name: DON HAGER  
ASSISTANT SECRETARY

Title: \_\_\_\_\_ Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Oklahoma

I, Daryl V. Woolf, a Notary Public in and for said state and county, certify that B.R. Corona personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of July, 1998.

Daryl V. Woolf  
Notary Public

My Commission Expires:

February 5, 2002  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Seventeen (17) Covered Hopper Railcars**

**Car Numbers**

**MFCX 5801**  
**MFCX 5804**  
**MFCX 5808**  
**MFCX 5809**  
**MFCX 5811**  
**MFCX 5812**  
**MFCX 5813**  
**MFCX 5814**  
**MFCX 5816**  
**MFCX 5817**  
**MFCX 5820**  
**MFCX 5821**  
**MFCX 5831**  
**MFCX 5832**  
**MFCX 5833**  
**MFCX 5834**  
**MFCX 5835**